



Ortel
COMMUNICATIONS
AN ISO 9001:2000 COMPANY

ORTEL COMMUNICATIONS LIMITED

POLICY ON DETERMINATION OF MATERIALITY OF EVENTS/ INFORMATION

**(Approved by Board of Directors in its Meeting Dated 27
January, 2016)**

POLICY ON DETERMINATION OF MATERIALITY OF EVENTS/ INFORMATION

1. Preface:

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Regulations”) requires every Listed Company to disclose events or information which, in the opinion of the Board of Directors of a Company are material.

Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Regulations”) specifies that, every Listed Company shall frame a policy for determination of materiality of events / information for the purpose of making disclosure to the Stock Exchanges (“Policy”).

2. Policy Objective:

To define principles and guidelines for determining materiality of events / information for Stock Exchange disclosure and to ensure that such information is adequately disseminated in pursuance with the Regulations and to provide an overall governance framework for such determination of materiality.

3. Definitions:

“Act” shall mean the Companies Act, 2013 and the Rules framed thereunder, including any modifications, clarifications, circulars or re-enactment thereof.

“Board of Directors” or “Board” means the Board of Directors of Blue Star Limited, as constituted from time to time.

“Company” means Ortel Communications Limited.

“Key Managerial Personnel” mean key managerial personnel as defined in subsection (51) of section 2 of the Companies Act, 2013;

“Listing agreement” shall mean an agreement that is to be entered into between a recognized stock exchange and the Company pursuant to Securities and Exchange Board (Listing Obligations and Disclosure Requirements), 2015

“Material Event” or “Material Information” shall mean such event or information as set out in the Schedule or as may be determined in terms of Clause 4 of the Policy. In the Policy, the words, “material” and “materiality” shall be construed accordingly.

“Material Subsidiary” shall mean any subsidiary company if any of the Company which is or has been determined as a material subsidiary as per the provisions of the Regulations.

“Policy” means this Policy on criteria for determining Materiality of events or information and as may be amended from time to time.



“Regulations” mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars or re-enactment thereof.

"Schedule" means a Schedule III of (Listing Obligations and Disclosure Requirements) Regulations, 2015

“Stock Exchange” Means National Stock Exchange of India Ltd (“NSE”) and BSE India Limited (“BSE”).

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the Listing Agreement, Regulations or any other applicable law or regulation to the extent applicable to the Company.

4. Principles and guidelines for determination of materiality of events/ information:

Principles:

Any event/ information is material if:

- (a) is in any manner an unpublished price sensitive information;
- (b) the omission of which is likely to result in discontinuity or alteration of event or information already available publicly; or
- (c) the omission of which is likely to result in significant market reaction if the said omission came to light at a later date;
- (d) In case where the criteria specified in sub-clauses (a) and (b) are not applicable, an event/information shall be treated as being material if in the opinion of key Managerial Personnel (s) , the event / information is considered material.

The events/ information may be in relation to the Company or any of its operating subsidiary Company or Associate Company if any.

Guidelines:

Materiality must be determined on a case to case basis depending on specific facts and circumstances relating to the information/event.

Materiality of an event/ information specified in Annexure B (Para B of Part A of Schedule III of the regulation) shall be determined based on both quantitate and qualitative criteria as mentioned herein below.

Quantitative criteria:

Whether value involved in the impact of events/ information is likely to exceed 10% of the revenue or net worth of the Company.



The above thresholds shall be determined on the basis of the last annual audited consolidated financial statements of the Company.

While considering materiality, following shall be considered:

- i. Whether an event / information that is individually immaterial, taken together with any other event/information renders it materially important.
- ii. Whether there are qualitative considerations that can cause a quantitative small event/ information to be material.

Qualitative Criteria:

- i. Whether the event/ information relates directly/ indirectly to the Company and which if published is likely materially affect the price of the securities of the Company.
- ii. Whether the event/ information in question is contingent or probable or speculative by nature. In that case, the materiality shall be balance of both considering significance of the event.

5. Disclosure of events or information:

- a. Events specified in Annexure A (Para A of Part A of Schedule III of the regulation) are deemed to be material events and the Company shall make disclosure to of such events or information as soon as reasonably possible and not later than twenty-four (24) hours from the occurrence of such event or information in the following manner:
 - i. inform the stock exchanges in which the securities of the Company are listed;
 - ii. upload on the corporate website of the Company.Provided that in case the disclosure is made after twenty-four (24) hours of occurrence of such event or information, the Company shall, along with such disclosure(s) provide an explanation for delay.
- b. The Company shall make disclosure of events as specified in Annexure B (Para B of Part A of Schedule III of the regulation) based on application of guidelines for determining Materiality as per clause 4 of the Policy.
- c. The Company shall make disclosures updating Material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.
- d. The Company shall also disclose all events or information with respect to its Material Subsidiaries if any.
- e. The Company shall provide specific and adequate reply to all queries raised by stock exchange(s) with respect to any events or information and on its own initiative. Further it shall confirm or deny any event or information to stock exchange(s) reported in the media.
- f. In case where an event occurs or information is available with the Company, which has not been indicated in Annexure A or Annexure B, but which may have material effect on it, the Company will make adequate disclosures in regard thereof.
- g. The disclosure shall be made to the exchanges by any of the Key Managerial Personnel.

All the above disclosures would be hosted on the website of the Company for a minimum period of five years.



6. Authority to determine materiality of events/ information.

The Board has authorized President & CEO, Chief Financial Officer and Company Secretary & Compliance Officer (herein after referred as “Authorized Persons”) for the purpose of determining materiality of event/information and for making disclosure to the Stock Exchanges. The contact details of such Authorized persons shall be disclosed to stock exchanges and on the website of the Company.

7. Amendment:

The Board may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force

8. Scope and Limitation:

In the event of any conflict between the provisions of this Policy and the Listing Agreement; Companies Act, 2013; Regulations or any other statutory enactments, rules, the provisions of such Listing Agreement / Companies Act, 2013 or statutory enactments, rules shall prevail over this Policy and the part(s) so repugnant shall be deemed to severed from the Policy and the rest of the Policy shall remain in force.



Annexure A Events which shall be disclosed without any application of the guidelines for Materiality:

1. Acquisition(s) (including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), or sale or disposal of any unit(s), division(s) or subsidiary of the Company or any other restructuring;

Explanation. - 'Acquisition' shall mean, -

- (i) acquiring control, whether directly or indirectly; or,
 - (ii) acquiring or agreeing to acquire shares or voting rights in, a company, whether directly or indirectly, such that –
 - (a) the Company holds shares or voting rights aggregating to five per cent or more of the shares or voting rights in the said company, or;
 - (b) there has been a change in holding from the last disclosure and such change exceeds two per cent of the total shareholding or voting rights in the said company.
2. Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.;
3. Revision in credit rating(s);
4. Outcome of Meetings of the Board of Directors: The Company shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:
- a) dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/dispatched;
 - b) any cancellation of dividend with reasons thereof;
 - c) the decision on buyback of securities;
 - d) the decision with respect to fund raising proposed to be undertaken
 - e) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/dispatched;



f) reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;

g) short particulars of any other alterations of capital, including calls;

h) financial results;

i) decision on voluntary delisting by the Company from stock exchange(s).

5. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the Company), agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof;

6. Fraud/defaults by Promoter or Key Managerial Personnel or by Company or arrest of Key Managerial Personnel or Promoter;

7. Change in Directors, Key Managerial Personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer;

8. Appointment or discontinuation of share transfer agent;

9. Corporate debt restructuring;

10. One-time settlement with a bank;

11. Reference to BIFR and winding-up petition filed by any party /creditors;

12. Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the Company;

13. Proceedings of Annual and extraordinary general meetings of the Company;

14. Amendments to memorandum and articles of association of Company, in brief;

15. Schedule of Analyst or institutional investor meet and presentations on financial results made by the Company to analysts or institutional investors.



Annexure B Illustrative list of events which shall be disclosed upon application of the guidelines for materiality:

1. Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division;
2. Change in the general character or nature of business brought about by arrangements for strategic, technical, manufacturing, or marketing tie-up, adoption of new lines of business or closure of operations of any unit/division (entirety or piecemeal);
3. Capacity addition or product launch;
4. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business;
5. Agreements (viz. loan agreement(s) (as a borrower) or any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof;
6. Disruption of operations of any one or more units or division of the Company due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.;
7. Effect(s) arising out of change in the regulatory framework applicable to the Company;
8. Litigation(s) / dispute(s) / regulatory action(s) with impact;
9. Fraud/defaults etc. by directors (other than key managerial personnel) or employees of Company;
10. Options to purchase securities including any ESOP/ESPS Scheme;
11. Giving of guarantees or indemnity or becoming a surety for any third party;
12. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals;



13. Any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the Company which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities.

for Ortel Communications Limited

Company Secretary

